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By-Laws, First Presbyterian Church: Corporation & Congregation

219 Central Ave. Fredonia, New York 14063-1137; Founded 1810

**Section One – The Corporation**

Article I – Title & Description of the Corporation

The name of the Corporation is FIRST PRESBYTERIAN SOCIETY OF POMFRET (aka First Presbyterian Church). Membership in the Corporation is open only to members who have completed Confirmation and are on the active roll of First Presbyterian Church, Fredonia, New York. Officers of the Corporation must be members of full legal age.

Article II – Powers of the Corporation

On behalf of First Presbyterian Church, Fredonia, New York, the Corporation shall have the power to receive, hold, encumber, manage, and transfer property, real and personal; to accept and execute deeds of title to such property; to hold and defend title to such property; and to manage any permanent special funds for the furtherance of the church. These powers shall be exercised in accordance with the Constitution of The Presbyterian Church (U.S.A.), its successor or successors by any merger, conversion, or consolidation, and in accordance with the laws of the State of New York as the same shall exist from time to time. Anything herein contained that shall be contrary thereto shall be null and void.

Article III – The Board of the Trustees of the Corporation

The temporalities of the Corporation and First Presbyterian Church, Fredonia, New York, shall be managed by the Session of First Presbyterian Church, which shall act as the Board of Trustees of the Corporation.

Article IV – The Corporation Meeting

All Congregational Meetings including Stated, Special and Annual, shall also be meetings of the Corporation.

Article V – Amendments

These by-laws may be amended, in whole or part, within the provisions of the Constitution of The Presbyterian Church (U.S.A.) at the Corporation Meeting, or at any special meeting of the Corporation called specifically for that purpose, by a vote of two-thirds of those present and eligible to vote, provided that a full reading of the proposed changes, or a printed distribution of the same, shall have been made in conjunction with the call of the meeting.

Article VI – Seal of the Corporation

The Seal of the Corporation shall be in the following form:

**Section Two - The Constitution**

Article I – Title & Denominational Affiliation

First Presbyterian Church, Fredonia, New York, being a particular congregation of The Presbyterian Church (U.S.A.), recognizes that the Constitution of The Presbyterian Church (U.S.A.) is in all its provisions obligatory upon it and its members.

Article II – Meetings of the Congregation

1. There shall be a Regular Stated Meeting on a Sunday in January for the purpose of voting on the Terms of call of the pastor and any other business properly coming before such a meeting, such as approval of the End-of-the-year financial report. The congregation may hold special meetings as necessary, for any or all of the purposes appropriate for congregation consideration. The business to be transacted at special meetings shall be limited to items specifically listed in the call for the meeting. Meetings may be called by the session, the presbytery or by the session when requested in writing by one fourth of the active members on the roll of the congregation.
2. Special meetings may be called by the Session, the presbytery, or by the session when requested in writing by one fourth of the active members on the roll of the congregation, according to the rules of the Manual of Operationsor by the Presbytery as specified in the Constitution of the Presbyterian Church USA. The call of any special meeting shall state clearly the purpose of such meeting and no other matter may be considered.
3. Public notice of the time, place, and purpose of all meetings shall be given at the services of worship on two successive Sundays including the Sunday of the meeting.
4. A quorum shall consist of the Moderator and ten per cent of the active membership as of the December 31 preceding the meeting.
5. Each person in good and regular standing in the Congregation by admission into full communion and membership therewith, in accordance with the Constitution of The Presbyterian Church (U.S.A.), shall be entitled to vote at all meetings.
6. The newest edition of Robert’s Rules of Order will be the principles for running all meetings of the congregation.

Article III – Session

A. There shall be six ruling elders divided into three equal classes. One class shall be elected each year at the Annual Meeting for a three-year term. No ruling elder having served two consecutive, three-year terms shall be eligible to be elected to a new term until at least one year shall have elapsed.

B. The elected ruling elders, together with the Minister of Word and Sacrament who shall serve as Moderator, shall constitute the Session. The Session of the Congregation shall also serve as the Board of Trustees of the Corporation. Each year, the ruling elders shall select one of their number who shall act as Clerk of the Session and secretary of the meetings of the Congregation. The Clerk of Session shall also serve as the signatory of the Corporation.

C. The Session shall meet on a monthly basis at a time and place designated by the Session, except when taking a summer break or no business is deemed to necessitate a meeting. Special meetings of the Session may be called by the Moderator, or by two members of the session, or the Presbytery. Reasonable notice of special meetings shall be given.

D. A quorum of the Session shall consist of the Moderator and one-third of the rulings elders except for the reception and dismissal of members when an administrative commission may be established by the Session made up of two members of the session and the moderator. The Minister of Word and Sacrament, being a member of the Session, may vote at its meetings.

E. Session shall elect a treasurer from the active membership of the congregation for the corporation for a term of one year to be renewed for a total of no more than 3 years at which time a year must elapse before that person can be re-elected. The Clerk of Session shall serve as the authorized signatory for the Corporation.

F. The newest edition of Robert’s Rules of Order will be the principles for running of all Session meetings.

1. The session shall maintain a Manual of Operations. It shall use the most recent manual to form and guide the work and mission of the session. The manual can be amended by a 2/3 majority vote of the Session.

H. Committee spending should not exceed $500. A committee needing to spend over $500 needs to submit a request to the Session who can discuss the payment via email or in-person meeting.

Article IV – Board of Deacons

1. There shall be six deacons divided into three equal classes. One class shall be elected each year at the Annual Meeting for a three-year term. No deacon having served two consecutive, three year terms shall be eligible to be elected to a new term until at least one year has elapsed.
2. At its annual reorganizational meeting following the Annual Meeting, the Board shall elect one of its number to serve as Chairperson, one member to serve as Vice-Chairperson, or Co-Chairperson, one member to serve as Secretary, and one member to serve on the Nominating Committee.
3. A quorum of the Board shall consist of the Chairperson and three other members.
4. The deacons shall meet at least on a quarterly basis at a time and place designated by the Board. Special meetings can be called by the Chairperson, the minister, or the Session.

Article V – Nominating Committee

1. There shall be a representative Nominating Committee chosen annually in accordance with the Form of Government. The Committee shall bring to the Annual Meeting of the Congregation nominations of at least one eligible person for each position to be filled on the following boards and committees: Session, Board of Deacons, Auditing, Nominating, and Stewardship/Budget Committees. Additional nominations of persons qualified under the appropriate by-laws may be made from the floor of the respective meetings by any eligible voter. The membership of the committee will be representative of the diversity of the congregation.
2. The Nominating Committee shall consist of one active ruling elder, who shall chair the Committee and at least two members from the congregation-at-large. The Session, following the Annual Congregational Meeting, shall select their representative to the Committee. The members from the congregation-at-large shall be elected at the Annual Meeting. Members of the Nominating Committee shall not serve more than three years consecutively.

Article VI – Stewardship/Budget Committee

There shall be a representative Stewardship/Budget Committee chosen annually which shall consist of one ruling elder, the treasurer, and two members from the congregation-at-large who shall be elected at the Annual Meeting. The Session, at their reorganizational meeting~~,~~ following the Annual Meeting shall elect their representative~~s~~ to the Committee.

1. All offerings shall be counted and recorded by at least two duly appointed persons, or by one fidelity bonded person.

Article VII – Auditing Committee

There shall be an Auditing Committee chosen annually which shall consist of two persons from the congregation-at-large, who shall be elected at the Annual Meeting. The Committee shall examine the books of the treasurer at the end of the fiscal/calendar year as to their accuracy in reflecting the assets and financial transactions of the Corporation and Congregation. The Committee is to report to the Session prior to the Annual Meeting. The Nominating Committee, in presenting nominees for the Auditing Committee, is to designate a chairperson.

Article VIII – Amendments

These By-Laws may be amended, in whole or part, within the provisions of the Constitution of The Presbyterian Church (U.S.A.) at any annual or special meeting of the Congregation by a two-thirds vote of those present and eligible to vote, provided that a full reading of the proposed changes or a printed distribution of the same, shall have been made in conjunction with the call of the meeting.